

**BYLAWS OF THE
RECYCLING COALITION OF WV, INC.**

Article I

Purpose

This corporation is organized exclusively for charitable and educational purposes, more specifically to create an environment that is conducive to recycling. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article II

Mailing Address

The principal mailing address of the Recycling Coalition of West Virginia Inc. (hereinafter called the "Coalition") shall be located at P.O. Box 3706, Charleston, West Virginia, 25337 in Kanawha County, West Virginia.

Article III

Meetings

Section 1. Regular Meetings. The four (4) meetings of the Coalition to be held annually on days designated by the Coalition. Notification of a regular meeting will be mailed or electronically mailed to each Coalition member at least one (1) week prior to the meeting. Such notice need not set forth the purpose of such regular meeting.

The annual election of the Chairman and Vice Chairman, and the appointment of the Secretary-Treasurer of the Coalition shall be held at a regular meeting.

Section 2. Special Meeting. Special meetings of the Coalition may be called at any time by the Chairman. Upon the written request of any four (4) members of the Coalition, the Chairman shall call a special meeting to be held not more than seven (7) days after the receipt of such request. Notice of the meeting need not set forth the purpose or purposes of such special meeting.

Section 3. Adjournment. Any regular meeting of the Coalition may be adjourned without further notice to such date, hour, and place as may at such meeting be determined by the Coalition.

Section 4. Manner of Voting. The voting on all questions at meetings of the Coalition shall be by yeas and nays, and the vote of each member present and voting may be announced by the Chairman and entered upon the minutes of such meeting, except that the election of officers need not be accompanied by entry of the individual votes upon the minutes. In the event that a quorum, which shall be the physical presence of any four (4) members of the Coalition, is not present at such meeting, members shall be allowed to participate and vote via telephone or other tele-communications systems.

Section 5. Procedure at a Meeting. At regular meetings of the Coalition the following shall be the order of business:

- (a) Introductions
- (b) Approval of minutes of previous meeting
- (c) Financial Report
- (d) Committee Reports

(f) Miscellaneous

(g) Adjournment

In all other respects not otherwise specially provided for in these Bylaws, the procedures follows by the Coalition shall be those established by the latest edition of Robert's Rules of Order.

Article IV

Board of Directors

Section 1. Chair. The Chair shall preside at all meetings of the Coalition, sign the rules and regulations of the Coalition and appoint any committees of the Coalition and serve on such committees as an ex-officio member. The duties of the Chair will include: Endorse for collection or deposit to the credit of the Coalition all bills, notes, checks and other negotiable instruments of the Coalition coming into his/her hands and deposit the same with all funds of the Coalition in such accounts in such depositories and safe deposits as may be designated by the Coalition; shall disburse the funds of the Coalition as may be ordered by the general or specific instructions of the Coalition;

Section 2. Vice Chair. The Vice Chair, in the absence of the Chair, shall assume the functions of the Chair. The position of Secretary will be assigned to the Vice Chair. The duties of the Secretary shall be as follows: The Secretary shall record the proceedings of official Coalition meetings via mechanical recording device and have transcribed the minutes of all meetings to be included with notice of meetings of the Coalition as and when required by these Bylaws, give notice of adjourned meetings of the Coalition and certify, when necessary, the records, proceedings, documents and resolutions of the Coalition; attested by his/her signature, to such instruments as may require the same; maintain a separate record containing the Bylaws, rules and

regulations and resolutions of the Coalition and shall perform such other duties as may be conferred upon him/her from time to time by the Coalition. The Secretary's records shall be subject to the inspection of the members of the Coalition at any time.

Section 3. Treasurer. The Coalition shall appoint a person to serve as Treasurer. The duties of the Treasurer shall be as follows: Have charge of the books and financial records of the Coalition; shall be the custodian of all funds and securities of the Coalition, shall keep full and accurate records and accounts of all receipts, disbursements, credits, assets, liabilities and general financial transactions of the Coalition; shall report all receipts and expenditures in writing to the Coalition monthly and at such other times as the Coalition may require; shall annually prepare and submit to the Coalition at the close of each fiscal year a full and complete report in writing or statement of all monies received and expended and of the existing condition of the funds and assets of the Coalition for such year and shall perform such other duties as may be conferred upon him/her from time to time by the Coalition.

The Treasurer's books, accounts and records shall be subject to the inspection of the members of the Coalition at any time and may be subject to audit by a resident independent certified public accountant or accountants selected by the Coalition.

Article V

Members of the Coalition

Section 1. Members. Any corporation, organization or individual with an interest in recycling, litter control or solid waste issues may join the Coalition. A Member may serve on any Sub Committee of the West Virginia Recycles Steering Committee in West Virginia. A member may participate in the business meetings of the

Coalition. Members of the Coalition are not allowed to execute agreements, deeds, instruments, contracts, documents, certificates and other writings or perform such acts on behalf of the Coalition without resolution, authorized, empowered or directed to execute or perform on behalf of the Coalition, or a committee of three appointed by the Coalition.

Article VI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Coalition shall commence on the first (1st) day of January and shall end on the next thirty-first (31st) day of December.

Section 2. Executive Committee. The Coalition may, by duly adopted resolution, whether general or special, create an Executive Committee of the Coalition, the duties and membership of which shall be determined as set forth in these Bylaws or as prescribed by such or subsequent resolutions, or designated by the Chair of the Coalition, or in his/her absence, the Vice Chair, to fulfill the duties of an Executive Committee.

Section 3. Payment of Money. All bills, notes, checks, drafts, acceptances of other instruments, and orders for the payment or withdrawal of any and all monies, credits, items and property at any time by any depository for the Coalition's bankable papers and funds shall be signed by the Chair and deposited into the Coalition's bank account.

The Coalition's Board of Directors so named as aforesaid are hereby empowered to act jointly in the same manner on behalf of the Coalition in all matters and transactions relating to the foregoing business with said depository.

The Chair may expend for minor purchases of one-hundred dollars (\$100.00) or

less. All expenses by any other member must be approved by the Coalition.

The Chair is hereby empowered to act on behalf of the Coalition in all matters and transactions relating to any monies granted or appropriated to the Coalition.

Section 4. Contracts. All contracts and obligations of the Coalition shall be signed by the Chair or the Vice Chair unless, by resolution of the Coalition, other officers of the Coalition are authorized to execute contracts or other obligations of the Coalition.

Section 5. Indemnification. The Coalition shall, to the fullest extent permitted by law, indemnify any Coalition members, officer or employee made, or threatened to be made, a party to any legal action or proceeding, other than a criminal action, arising from such Coalition member, officer or employee's actions or conduct taken within their official capacity as a Coalition member or officer against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein), if: (a) such Coalition member or officer acted in good faith for a purpose, which he/she reasonably believed to be in the best interests of the Coalition; and (b) it is not determined in such legal action or proceeding that such Coalition member or officer acted with willful or gross negligence.

Section 6. Generally. The Coalition may engage such consultants as it deems advisable, setting compensation, duties and for length of engagement as the Coalition may from time to time prescribe.

Article VII

Vacancy

The Coalition may fill a vacancy in any Coalition office at any regular meeting of

the Coalition.

Article VIII

Dissolution

At the time of dissolution of the corporation, the Coalition shall, after paying or making provisions for the payment of all debts, obligations, liabilities, cost and expenses of the corporation, dispose of all of the assets of the corporation by charitable contribution. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170 (c) (1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such a manner as the Coalition shall determine.

Article IX

Amendments

The Coalition shall have power to make, alter, amend, suspend and repeal these Bylaws by a vote of not less than four (4) members at a special meeting of the Coalition called therefor, or at any annual or regular meeting of the Coalition.

Adopted June 11, 2003
Amended June 28, 2012

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